

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	Chapter 11
DELPHI CORPORATION, <u>et al.</u>	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

CITY OF OTTAWA)
)
PROVINCE OF ONTARIO)
)
CANADA)

G. ALEXANDER MACKLIN, Q.C., being duly sworn, deposes and says:

1. I am a principal of Gowling Lafleur Henderson LLP ("Gowlings"), which firm maintains offices at Ottawa, and Toronto, Ontario, Canada.
2. Neither I, Gowlings, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Gowlings has represented and advised some of the Debtors for several years with respect to Canadian patent applications and miscellaneous legal services of the Debtors' businesses received from some of the Debtors.
4. The Debtors have requested, and Gowlings has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Gowlings proposes, to render the following services to the Debtors: the filing and prosecution of Canadian patent applications and miscellaneous legal services.
5. Gowlings current fees arrangement is in accordance with the firm's published fee schedule.
6. Except as set forth herein, no promises have been received by Gowlings or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code,

the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

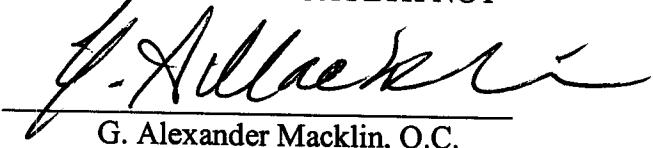
7. Gowlings has no agreement with any entity to share with such entity any compensation received by Gowlings.

8. Gowlings and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Gowlings does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Gowlings, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Gowlings is to be engaged

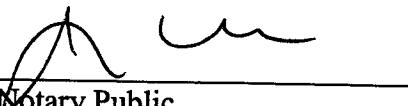
10. The foregoing constitutes the statement of Gowlings pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



G. Alexander Macklin, Q.C.

Subscribed and sworn before me
this 4th day of January, 2006.



Notary Public

Jane Clark-Foster

CERTIFICATE OF SERVICE

Eleanor Marinelli, Legal Assistant, hereby certifies that on January 10, 2006, she served a copy of the Affidavit of Legal Ordinary Counsel Professional, G. Alexander Macklin, upon the following interested parties via first class mail, with the exception of G. Alexander Macklin, a copy of which was hand delivered to him:

G. Alexander Macklin, Q.C.
Gowling Lafleur Henderson LLP
160 Elgin Street
Ottawa, Canada K1P 1C3

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

Davis Polk & Wardell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

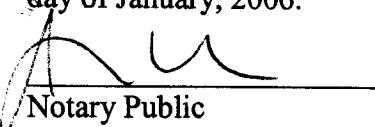
United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Dated: January 11, 2006

Sworn before me this 11th
day of January, 2006.

Eleanor Marinelli

Eleanor Marinelli, Legal Assistant
Gowling Lafleur Henderson LLP
160 Elgin Street
Ottawa, Canada K1P 1C3
(613) 233-1781, ext. 57319


Notary Public

Jane Clark Foster